



CORPORATION SERVICE COMPANY

RECORDATION NO 24036-N FILED

JAN 22 '08

3-26 PM

SURFACE TRANSPORTATION BOARD

JAN 22 2008

CSC - SPRINGFIELD
801 Adlai Stevenson Drive
Springfield IL 62703

800-927-9801 Ext 3813
217-492-2727

To: SURFACE TRANSPORTATION BOARD **ATTENTION KAREN JANUARY**

From: April Oshea

Date: January 18, 2008

Order#: 405286/005

Re: WRRRC355-WRRRC423 CEMEX INC.

Please process the enclosed documents for the service indicated below.

XX Other: Surface Transportation Board Filing

RECEIPT SHOULD BE IN OUR OFFICE: 02/01/2008
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed in the amount of \$35.00
DO NOT WRITE CHECK FOR MORE THAN THIS AMOUNT. IF ADDITIONAL MONEY
IS NEEDED, PLEASE CONTACT US IMMEDIATELY.
Payable to: Surface Transportation Board

Mailing Instructions:

XX Return the filing acknowledgement to our office.
XX Appropriate FedEx envelopes have been provided for your
convenience. Please DO NOT use first class mail.

Special Instructions:

Lessor:
CIT Leasing Corporation
30 S. Wacker Drive, Ste 3000
Chicago, IL 60606

Lessee:
CEMEX, Inc.
840 Gessner, Ste 1400
Houston, TX 77024



CORPORATION SERVICE COMPANY

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

MEMORANDUM OF RAILCAR LEASE

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SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 19th day of July, 2007, is made by C.I.T. LEASING CORPORATION, a Delaware corporation, with an address at 30 S. Wacker Drive, Suite 3000, Chicago, IL 60606 (the "Lessor"), and CEMEX, INC., a Louisiana corporation, with an address at 840 Gessner, Suite 1400, Houston, TX 77024 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Net Railcar Lease (the "Lease") dated as of June 1, 2002, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on July 22, 2002 and given Recordation Number 24036,

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interest therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

C.I.T. LEASING CORPORATION

By: J M Keasling
Name: J M KEASLING
Title: SVP - Leasing

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CEMEX, INC.

By: Kenneth R. Prange
Name: Kenneth R. Prange
Title: Dir. Leasing

Schedule A

Number of Cars

Equipment Description

64

2,300 CF, RD Aggregate Car

1	WRRC	355	53	WRRC	412
2	WRRC	356	54	WRRC	413
3	WRRC	357	55	WRRC	414
4	WRRC	358	56	WRRC	415
5	WRRC	359	57	WRRC	416
6	WRRC	360	58	WRRC	417
7	WRRC	361	59	WRRC	418
8	WRRC	362	60	WRRC	419
9	WRRC	363	61	WRRC	420
10	WRRC	364	62	WRRC	421
11	WRRC	365	63	WRRC	422
12	WRRC	366	64	WRRC	423
13	WRRC	367			
14	WRRC	368			
15	WRRC	369			
16	WRRC	370			
17	WRRC	371			
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31	WRRC	387			
32	WRRC	388			
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43	WRRC	400			
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49	WRRC	407			
50	WRRC	409			
51	WRRC	410			
52	WRRC	411			